

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 21158-A+B

FILED

JAN 6 '98

1-10PM

OF COUNSEL
URBAN A. LESTER

JAN 6 1 08 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

January 6, 1998

W. Williams
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 21158- FILED

JAN 6 '98

1-10PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Full Service Lease Agreement, dated February 28, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Assignment, Management and Escrow Agreement, dated December 23, 1997 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 29, 1997.

The names and addresses of the parties to the enclosed documents are:

Full Service Lease Agreement

Lessor: The Andersons
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Luzenac America
2150 Beach Blvd.
Three Forks, Montana 59752

Vernon A. Williams
January 6, 1998
Page 2

Memorandum of Lease Assignment, Management
and Escrow Agreement

A →

Assignee: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Illinois 43537

Memorandum of Asset Purchase, Assignment
and Assumption Agreement

Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A		
LUZENAC AMERICA #199701-LUZRI		
1	BAEX	179
2	BAEX	182
3	BAEX	210
4	BAEX	229
5	BAEX	235
6	BAEX	243

C:\DATA\123\EXHIBITS\LUZAMER.WK4

04/29/97

JAN 6 '98

1-10PM

MEMORANDUM OF LEASE ASSIGNMENT, MANAGEMENT
AND ESCROW AGREEMENT

Memorandum of Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), made and entered into on December 23, 1997, by and between The Vaughn Group, Ltd. ("Assignee"), and The Andersons, Inc. ("Assignor").

WITNESSETH:

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement dated December 23, 1997, whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Lease Assignment and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: John V. Handelsman

Name: **John V. Handelsman**
President and CEO

Title: _____

THE ANDERSONS, INC.

By: Garry Smith

Name: **GARRY SMITH**

Title: **V. P. Fin. & Treas.**

STATE OF Ohio)
COUNTY OF Butler) SS

On this 29th day of December, 1997 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



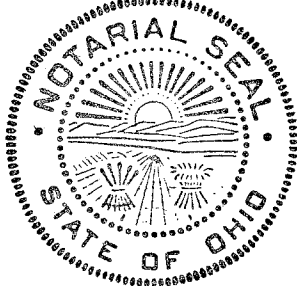
Kathy J. Voegle
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF OHIO)
COUNTY OF Lucas) SS

On this 23RD day of December, 1997 before me personally appeared GARY Smith, to me personally known, who being duly sworn, says that he/she is the VP, Finance & Treasurer of The Andersons, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 8-20-2000

My commission expires:

EXHIBIT A		
LUZENAC AMERICA 199701-199712		
1	BAEX	179
2	BAEX	182
3	BAEX	210
4	BAEX	229
5	BAEX	235
6	BAEX	243

C:\DATA\123\EXHIBITS\LUZAMER.WK4

04/29/97